

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
SIO2 MEDICAL PRODUCTS, INC., <i>et al.</i> , ¹)	Case No. 23-10366 (JTD)
)	
Debtors.)	(Jointly Administered)
)	

STIPULATION REGARDING PLAN OBJECTION AND DEBTORS’ 2004 MOTION

This stipulation (this “Stipulation”) is made by and among the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), A. Enterprises, LLC and Robert S. Abrams (together, “Abrams”), Oaktree Capital Management, L.P. and/or any of its affiliates or funds (collectively, “Oaktree”), and the Official Committee of Unsecured Creditors in the above-captioned chapter 11 cases (the “Committee,” and together with the Debtors, Abrams, and Oaktree, the “Parties”). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on March 29, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the District of Delaware (the “Court”), which cases have been jointly consolidated for administrative purposes only;

WHEREAS, on April 24, 2023, the Debtors filed and served the *Motion of Debtors for Entry of an Order Compelling Production of Documents from Robert S. Abrams Under Bankruptcy Rule 2004* [Docket No. 189] (the “2004 Motion”);

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: SiO2 Medical Products, Inc. (8467); Advanced Bioscience Labware, Inc. (1229); and Advanced Bioscience Consumables, Inc. (2510). The location of the Debtors’ principal place of business and service address in these chapter 11 cases is 2250 Riley Street, Auburn, Alabama 36832.

WHEREAS, on April 28, 2023, Abrams filed the *Motion By A. Enterprises, LLC and Robert S. Abrams for Entry of an Order Directing the Appointment of an Examiner* [Docket No. 226] (the “Examiner Motion”);

WHEREAS, on May 1, 2023, Abrams filed an objection to the 2004 Motion [Docket No. 240] (the “2004 Objection”);

WHEREAS, on May 8, 2023, the Debtors, Abrams, and the Official Committee of Unsecured Creditors filed a stipulation resolving the Examiner Motion [Docket No. 253] and as part of that agreement have, among other things, scheduled a deposition of Mr. Abrams for July 14, 2023 (the “Abrams Deposition”);

WHEREAS, on June 6, 2023, the Debtors, Oaktree, the Committee, and Athos KG and its controlled subsidiaries, affiliates, and related individuals agreed and entered into a global settlement regarding all open and disputed plan confirmation issues between and among them, as set forth and contemplated by the *Stipulation Regarding Settlement Term Sheet* [Docket No. 343] and *Settlement Term Sheet* [Docket No. 343-1] (collectively, the “Settlement”);

WHEREAS, on June 9, 2023, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of SiO2 Medical Products, Inc., and Its Debtor Affiliates* [Docket No. 372] (the “Plan”);²

WHEREAS, the Court has set a hearing to confirm the Plan for July 18, 2023 (the “Confirmation Hearing”);

WHEREAS, Abrams has, through his counsel on the record and in the Examiner Motion, raised several potential objections to confirmation of the Plan; and

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Plan.

WHEREAS, the Parties have agreed to consensually resolve the Examiner Motion, cancel the Abrams Deposition, and resolve Abrams' issues with respect to the Plan in advance of the Confirmation Hearing.

STIPULATION

NOW, THEREFORE, it is hereby agreed and stipulated by and between the Parties as follows:

1. Abrams will not directly or indirectly object to, delay, impede, or take any other action to interfere with the acceptance, confirmation, consummation, and implementation of the Plan or the Settlement, as applicable, and will not seek any further discovery in the Debtors' chapter 11 cases related to the confirmation of the Plan (including approval of the Settlement) or in advance of the effective date of the Plan. In exchange, the Debtors shall: (a) not require that Mr. Abrams testify at the Confirmation Hearing or otherwise require any further discovery from Abrams in the chapter 11 cases; and (b) adjourn the Abrams Deposition indefinitely and not prosecute the 2004 Motion pending entry by the Bankruptcy Court of an order confirming the Plan. Upon the effective date of the Plan, the 2004 Motion shall be deemed withdrawn with prejudice without any further action by any Party.

2. Abrams and the Debtors shall not make any public statements, whether in a pleading filed with the Court, a press release, or otherwise, that is inconsistent with this Stipulation and the obligations hereunder in any respect or that disparages Abrams, the Debtors, or the Debtors' reorganization efforts in any respect.

3. The order confirming the Plan shall contain the following language:

Nothing contained in the Plan or this Order shall constitute an admission, waiver or limitation of any claims, causes of action or other rights of the Debtors, Reorganized Debtors, Liquidating Trust, or Liquidating Trustee or any other party against A. Enterprises, LLC, Robert S. Abrams or their respective affiliates (collectively, the "Abrams Parties") under the Bankruptcy Code or other applicable nonbankruptcy law,

and nothing contained in the Plan or this Order shall constitute a finding of fact with respect to any such claim, and all parties reserve all rights, claims, arguments, and defenses with respect to any such claims. In addition, each Abrams Party is deemed to have opted out of the Third-Party Release contemplated by the Plan without any need for such Abrams Party to submit an opt-out form or otherwise object to the Plan. All Parties reserve their respective rights regarding any proof of claim filed by the Abrams Parties in the Debtors' chapter 11 cases.

4. This Stipulation shall be effective when a fully signed version is filed on the docket in the Debtors' chapter 11 cases. This Stipulation may be amended only upon a writing agreed upon by each of the Parties.

5. This Stipulation shall terminate as to each Party in the event the effective date of the Plan has not occurred by the date that is 65 days from the date hereof.

6. This Stipulation represents the entire agreement by and between the Parties with respect to the subject matter hereof, and all prior understandings or agreements, if any, are merged into this Stipulation.

7. The Parties are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation.

8. The United States Bankruptcy Court for the District of Delaware retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

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STIPULATED AND AGREED TO:

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June 29, 2023

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